

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 22, 2011

The State Corporation Commission has found the accompanying articles submitted on behalf of  
Global Initiative for Democracy

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

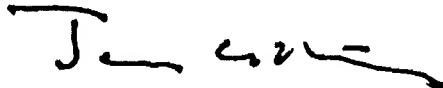
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of  
the Commission, effective November 22, 2011.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

ARTICLES OF INCORPORATION  
OF  
GLOBAL INITIATIVE FOR DEMOCRACY

ARTICLE ONE

- 1.1 Name. The name of the Corporation is **Global Initiative for Democracy** ("Corporation").

ARTICLE TWO

- 2.1 Continuity. The Corporation will have a perpetual existence.

ARTICLE THREE

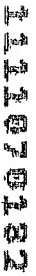
- 3.1 Registered Office. The registered Virginia office of the Corporation is located in the City of Fairfax at 10427 North Street, Suite 200, Fairfax, VA 22030.
- 3.2 Registered Agent. The name and address of the registered agent for the Corporation is Richard John Ruddy, Jr., 10427 North Street, Suite 200, Fairfax, VA 22030 (City of Fairfax). Mr. Ruddy is a resident of Virginia and an active member of the Virginia State Bar.

ARTICLE FOUR

- 4.1 Purposes. **Global Initiative for Democracy** is formed exclusively to pursue any and all of the social welfare and charitable purposes permitted under section 501(c)(4) of the Internal Revenue Code of 1986, as amended, including but not limited to: (1) (a) advancing democratic organizations and transitions to democracy around the world, (b) protecting human rights and political dissidents, and (c) protecting the welfare of refugees; and (2) conducting any and all lawful tax exempt activity permitted under the Internal Revenue Code of 1986, as amended, and by the laws of Virginia and which is not required to be specifically described herein.

ARTICLE FIVE

- 5.1 Powers. The Corporation shall have the power:
- (a) To have perpetual succession by its corporate name;
  - (b) To sue and be sued, complain and defend, in its corporate name;



- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced, but failure to use the corporate seal shall not affect the validity of any instrument;
- (d) To purchase, take, receive, lease, option, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, tangible or intangible property, or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other corporations organized under the laws of the Commonwealth of Virginia, of foreign corporations, and of associations, partnerships, or individuals, direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof;
- (g) To make contracts and guarantees and incur liabilities, to borrow money at such rates of interest as the Corporation may determine without regard to the restrictions of any usury law; to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (h) To invest and reinvest its surplus funds, lend money from time to time in any manner which may be appropriate to enable it to carry on the operations or fulfill the purposes specified in its charter, and to take and hold real and personal property as security for the payment of funds so invested or loaned;
- (i) To carry on its operations, and have offices and exercise the powers granted by this charter within and without the Commonwealth of Virginia and to exercise in any state, territory, district, colony, or possession of the United States, or in any foreign country, the powers granted by this charter, subject to the laws of such state, territory, district, colony, or possession of the United States, or such foreign country;
- (j) To elect directors or appoint officers and agents of the Corporation, and to define their duties and fix their compensation;
- (k) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of the Commonwealth of Virginia, for the administration and regulation of affairs of the Corporation;
- (l) To make contributions to charitable organizations, subject to the applicable limitations and restrictions of the laws of the Commonwealth of Virginia;
- (m) To cease its corporate activities and surrender its corporate franchise;



- (n) To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of bonds, notes, and other obligations and securities, subject to applicable limitations and restrictions of the laws of the Commonwealth of Virginia;
- (o) To be a promoter, partner, member, associate, or manager of any partnership, joint venture or enterprise;
- (p) To have and exercise all powers not inconsistent with law which are necessary or convenient to affect any or all of the purposes for which the Corporation is formed;
- (q) To acquire by gift, devise, bequest, purchase, or otherwise, real and personal property, both tangible and intangible, and interest therein, with or without restriction of use, in accordance with the corporate purpose;
- (r) To hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation for the sole benefit of this Corporation; and
- (s) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the foregoing purposes and objectives, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon non-stock corporations by the Virginia Nonstock Corporation Act and which are not required to be specifically described herein.

5.2 Limitations On Powers. The powers of the Corporation shall be subject to the following terms, provisions and limitations:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private person, no member, director, or officer of the Corporation, or any private person may be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided in and permitted under the Internal Revenue Code of 1986, as amended, and regulations issued pursuant thereto, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.
- (b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)4) of the Internal Revenue Code of 1986, as amended.

## ARTICLE SIX

- 6.1 Non-Stock Corporation. The Corporation is a nonstock corporation.
- 6.2 No Members. The Corporation shall have no members.

## ARTICLE SEVEN

- 7.1 Distribution of Assets on Dissolution. Upon the liquidation, dissolution, or winding up of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation (a) for one or more exempt purpose, (b) to such organization or organizations organized and operated exclusively for charitable, education, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, or (c) to the federal, a state, or a local government for such public purpose(s) as the Directors shall determine.

## ARTICLE EIGHT

- 8.1 Directors. The initial Board of Directors of the Corporation will be composed of one (1) Director. The Directors of the Corporation will be: R. Bruce McColm, 911 Duke Street, Alexandria, VA 22314-3619. Thereafter, the Corporation shall be managed by a Board of Directors consisting of not less than one (1) and not more than twenty-one (21) directors as the Bylaws of the Corporation shall provide.
- 8.2 Term of Directors. The term of the initial Directors appointed in Article 8.1 will be three years. Director terms thereafter shall be for such terms as set by the Board of Directors, not exceeding three years, in order that no more than one-third of the Board of Directors term of office expires in a single year.
- 8.3 Election of Directors. Directors shall be elected by the existing Board of Directors.

## ARTICLE NINE

- 9.1 Indemnification. The Corporation shall, to the fullest extent permitted by the provisions of the Virginia Nonstock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed

exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

- 9.2 Liability of Directors and Officers Eliminated. The personal liability of the Directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the Virginia Nonstock Corporation Act of the Commonwealth of Virginia, as the same may be amended and supplemented.

#### ARTICLE TEN

- 10.1 Amendment of Bylaws. The Bylaws of the Corporation may be amended or repealed by the Directors of the Corporation.

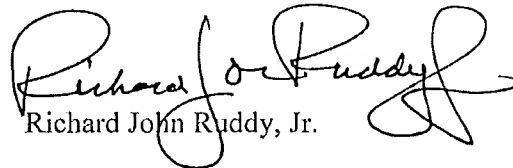
#### ARTICLE ELEVEN

- 11.1 Incorporator. The name and mailing address of the incorporator is: RICHARD JOHN RUDDY, JR., 10427 North Street, Suite 200, Fairfax, VA 22030.

#### ARTICLE TWELVE

- 12.1 Severability. Each Article and Section contained in these Articles of Incorporation is considered independent of the other Articles and Sections.

INCORPORATOR:

  
Richard John Ruddy, Jr.

Dated: 11-21-11